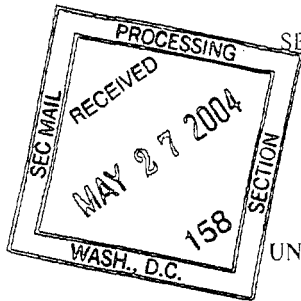


891470



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: April 30, 1991	
Estimated average burden	
Hours per response...16.00	

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Common Stock offering

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Uranium Resources, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
650 S. Edmonds Lane, Suite 108, Lewisville TX 75067	(972) 219-3330

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business

Uranium Mining Development

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):  
☐ business trust ☐ limited partnership, to be formed



04031443

Actual or Estimated Date of Incorporation or Organization: 

Month	Year
0 8	8 7

☐ Actual ☒ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E)  
CN for Canada; FN for other foreign jurisdiction

PROCESSED

MAY 28 2004

THOMSON  
FINANCIAL

*[Handwritten signature]*

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

George R. Ireland

Full Name (Last name first, if individual)

One International Place, Suite 2401, Boston, Massachusetts 02110-2633

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

Paul K. Willmott

Full Name (Last name first, if individual)

650 S. Edmonds Lane, Suite 108, Lewisville TX 75067

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

Leland O. Erdahl

Full Name (Last name first, if individual)

279 Cielo Azul, Corrales, NM 87048

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Thomas H. Ehrlich

Full Name (Last name first, if individual)

650 S. Edmonds Lane, Suite 108, Lewisville TX 75067

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Richard A. Van Horn

Full Name (Last name first, if individual)

650 S. Edmonds Lane, Suite 108, Lewisville TX 75067

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:   ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Mark S. Pelizza

Full Name (Last name first, if individual)

650 S. Edmonds Lane, Suite 108, Lewisville TX 75067

Business or Residence Address (Number and Street, City, State, Zip Code)

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**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... ☐ Yes ☒ No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 3,000

3. Does the offering permit joint ownership of a single unit?..... ☒ Yes ☐ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth information for that broker or dealer only.

Full Name (Last name first, if individual)

None

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

None

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

None

Business or Residence Address (Number and Street, City, State, Zip Code)

N/A

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box : and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ -0-	\$ -0-
Equity.....	\$ 5,897,552	\$ 5,897,552
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify _____).....	\$ -0-	\$ -0-
Total .....	\$ 5,897,552	\$ 5,897,552

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	34	\$ 5,897,552
Non-accredited investors.....	-0-	\$ -0-
Total (for filings under Rule 504 only).....	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering.....	Type of Security	Dollar Amount Sold
Rule 505 .....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total .....	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ -0-
Printing and Engraving Costs.....	<input type="checkbox"/> \$ -0-
Legal Fees.....	x \$ 5,000
Accounting Fees.....	<input type="checkbox"/> \$ -0-
Engineering Fees.....	<input type="checkbox"/> \$ -0-
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$ -0-
Other Expenses (identify) <u>copying charges, filing fees, mailing expenses</u> .....	<input type="checkbox"/> \$ -0-
Total .....	<input type="checkbox"/> \$ 5,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 5,892,552

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.


	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>275,000</u>	<input type="checkbox"/> \$ <u>550,000</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>2,615,000</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Working capital.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>1,517,552</u>
Other (specify) <u>Financial Surety (Bond Collateral)</u> .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>935,000</u>
.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Column Totals.....	<input type="checkbox"/> \$ <u>275,000</u>	<input type="checkbox"/> \$ <u>5,617,552</u>
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ <u>5,892,552</u>	

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**D. FEDERAL SIGNATURE**

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Uranium Resources, Inc.		May 19, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas H. Ehrlich	Vice President and Chief Financial Officer	

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**E. STATE SIGNATURE**


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1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule..... ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to officers.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer had read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Uranium Resources, Inc.		May 19, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas H. Ehrlich	Vice President and Chief Financial Officer	







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APPENDIX

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[illegible]